

ITEL

RECORDATION NO. *14165-R* Filed 1425
JUN 23 1985 12 26 PM

Iitel Rail Corporation
INTERSTATE COMMERCE COMMISSION
55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

May 30, 1985

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

On behalf of Iitel Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 5 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among Iitel Corporation, Iitel Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated December 23, 1977 between Iitel Corporation, Rail Division and Marinette, Tomahawk and Western Railroad Company which was filed with the I.C.C. on May 26, 1978 and given Recordation No. 9406. Cross index

The names and addresses of the parties to the aforementioned Supplement are:

1. Iitel Corporation
55 Francisco Street
San Francisco, California 94133
2. Iitel Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

ICC OFFICE OF
THE SECRETARY
JUN 29 12 26 PM '85
MOTOR OPERATING UNIT

The equipment covered by Supplement No. 5 is two (2) 50'60" XM boxcars bearing reporting marks GBW 8049 and GBW 8050.

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will be
14165-R*

Wood Lloyd

James H. Bayne

Honorable Bayne
May 30, 1985
Page 2

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,



Denise M. Bottarini
Legal Assistant

/vdv/61
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

05/24/85

**SUPPLEMENT NO. 5 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

RECORDATION NO. 14165 R
JUN 28 1985 11 25 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5, dated May 7, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on March 21, 1978 ("1978 Series 2 Equipment Trust") and given recordation number 9291; and

WHEREAS, the 1978 Series 2 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **GREEN BAY AND WESTERN RAILROAD COMPANY** ("GBW") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 22, 1981 (such Lease, together with any amendments or supplements thereto, called the "GBW Lease"), pursuant to which Itel Rail leased to GBW certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks GBW 8049 through and including GBW 8197; and

WHEREAS, pursuant to Subsection 9 of the GBW Lease and Amendment No. 2 to the GBW Lease dated April 11, 1984, the GBW Lease was terminated with respect to certain Equipment including two (2) units of Trust Equipment bearing reporting marks GBW 8049 and GBW 8050 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these two (2) units of Terminated Trust Equipment to the **MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY** ("MTW") by means of Amendment No. 1 dated March 2, 1984 to an existing Lease between Itel Rail and MTW dated December 23, 1977; and

WHEREAS, Itel Rail has changed the reporting marks of these two (2) units of Terminated Trust Equipment from the previous GBW reporting marks to the current MTW reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require ITEL Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1E of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous two (2) GBW reporting marks have been changed and remarked with the current two (2) MTW reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

ITEL CORPORATION

By: *QED Itri*

(Seal)

Attest:

Mrs. Burton

Secretary

ITEL RAIL CORPORATION

By: *DP Hayes*

(Seal)

Attest:

Howard S. Chabon

Asst. Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: *[Signature]*
Authorized Officer

(Seal)

Attest:

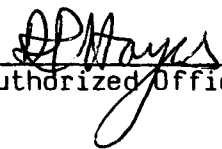
Val 7.0K

Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

Units of	Previous	Current
<u>Trust Equipment</u>	GBW	MTW
2	<u>Reporting Marks</u>	<u>Reporting Marks</u>
	GBW 8049	MTW 8049
	8050	8050

ITEL RAIL CORPORATION

By: 
Authorized Officer

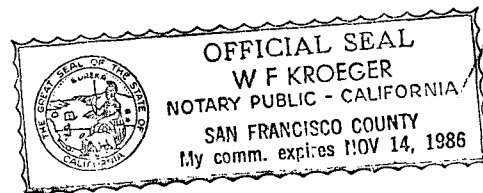
STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 29 day of May, 1985, before me personally appeared Arnold E. Witte, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My commission expires:

11-14-86



STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 24th day of May, 1985, before me personally appeared Donald P. Dwyer, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My commission expires:

June 10, 1985



STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 16th day of June, 1985, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

David A. Smith
Notary Public

My commission expires:

10-16-88